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**UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY**

ROBERT DUVAL, Individually  
and on Behalf of All Others  
Similarly Situated,

Plaintiff,

vs.

PAR PHARMACEUTICAL  
COMPANIES, INC., PETER S.  
KNIGHT, PATRICK G. LEPORE,  
RONALD M. NORDMANN,  
THOMAS P. RICE, MELVIN  
SHAROKY, JOSEPH E. SMITH,  
PATRICK J. ZENNER, TPG  
CAPITAL, L.P., SKY GROWTH  
HOLDINGS CORPORATION, and  
SKY GROWTH ACQUISITION  
CORPORATION,

Defendants.

Civil Action No. 12-5109 (SRC)

Honorable Stanley R. Chesler

Motion Return Date:

October 15, 2012

**CERTIFICATION OF  
JEFFREY J. GREENBAUM**

*Document Electronically Filed*

JEFFREY J. GREENBAUM, being of full age, certifies as follows:

1. I am a member of the law firm of Sills Cummis & Gross PC, attorneys for Defendants Peter S. Knight, Ronald M. Nordmann, Thomas P. Rice, Melvin Sharoky, Joseph E. Smith, and Patrick J. Zenner. I submit this Certification to the Court in support of Defendants' Motion to Dismiss the Class Action Complaint.

2. Attached hereto as Exhibit A is a true and correct copy of the Transcript of Record in *In re Compellent Techs., Inc. S'holder Litig.*, C.A. No. 6084 (Del. Ch. Jan. 13, 2011).

3. Attached hereto as Exhibit B is a true and correct copy of Par Pharmaceutical Company's Definitive Proxy Statement Pursuant to Section 14(a) of the Securities and Exchange Act of 1934, dated August 27, 2012.

4. Attached hereto as Exhibit C is a true and correct copy of the Complaint in *Femia v. Par Pharm. Cos., Inc.*, No. L-6305-12 (N.J. Super. Ct. Law Div.).

5. Attached hereto as Exhibit D is a true and correct copy of Judge Robert P. Contillo's September 5, 2012 Order consolidating the New Jersey state cases, filed in the New Jersey Superior Court action.

6. Attached hereto as Exhibit E is a true and correct copy of Judge Robert P. Contillo's September 6, 2012 Order granting Defendants' cross-motion

for a stay and denying Plaintiffs' motion for expedited discovery, filed in the New Jersey Superior Court action.

7. Attached hereto as Exhibit F is a true and correct copy of the Complaint in *Saratoga Advantage Trust Health & Biotechnology Portfolio v. Par Pharma. Cos., Inc.*, No. 2:33-av-00001 (D.N.J.).

I certify under penalty of perjury that the foregoing is true and correct.

/s/ Jeffrey J. Greenbaum  
Jeffrey J. Greenbaum

Executed on September 12, 2012